

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

ROSS SCHUCKER, EDWARD FRYAR, VIRGILIO VALDEZ, TOM SHAFFER, STEVEN HEINRICH and SHANE BOWER on behalf of themselves and all other employees similarly situated,

PLAINTIFFS,

v.

FLOWERS FOODS, INC., LEPAGE BAKERIES PARK STREET, LLC, C.K. SALES CO., LLC and JOHN DOE 1-10,

DEFENDANTS.

Case No. 16-cv-3439 (KMK) (PED)

**ECF CASE**

**DECLARATION OF JAKE LINTHICUM**

I, Jake Linthicum, declare and state as follows:

1. Since April 2013, I have been the Director of Distributor Relations for Lepage Bakeries Park Street, LLC (the “Company” or “Lepage”). From 2010 until April 2013, I was a sales manager for Lepage’s predecessor, Lepage Bakeries Park Street, Inc. In my current role, I am responsible for, among other things, maintaining distributor agreements for distributors who have acquired distribution rights from C.K. Sales Co., LLC (“C.K. Sales”), a wholly owned subsidiary of Lepage. I submit this declaration based on my personal knowledge.

2. Flowers Foods, Inc. (“Flowers”) owns bakery subsidiaries throughout the United States. Flowers acquired Lepage in 2012. Lepage and Flowers’ other bakery subsidiaries produce fresh bread, buns, rolls and snack cakes under brands such as Nature’s Own, Wonder, TastyKake, Cobblestone Mill, Barowsky’s, and Country Kitchen.

3. Lepage, through C.K. Sales, is one of two Flowers subsidiaries that contracts with independent contractor distributors in the State of New York. It has six warehouses north of

New York City, located in Canastota, Castleton, Newburgh, Plattsburgh, Queensbury, and Rotterdam. Lepage also operates in Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.

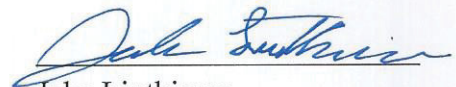
4. Starting in early 2014, C.K. Sales began entering into Distributor Agreements with independent distributors who purchase the exclusive rights to sell and distribute certain products within defined geographic territories in New York. Neither Flowers nor Lepage enters into any contracts with independent distributors in the State of New York.

5. In entering into these agreements, C.K. Sales aims to incentivize distributors to maximize sales in their territories by, for example, giving them an ownership interest in a defined territory and allowing them to increase their own equity and profits in their territories through increasing sales.

6. Independent distributors purchase product from C.K. Sales at a specified discount percentage from the suggested wholesale price and then resell the product to their customers for a higher price. The distributors' profit is the difference between their purchase price and the sale price of the products, less business expenses.

This declaration is made in accordance with 28 U.S.C. § 1746 and I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on this 6th day of April 2017.

  
Jake Linthicum